

6-26-03
06-30-2003



102485767

RECORDATION FORM COVER SHEET
TRADEMARKS ONLY

TO: The Commissioner of Patents and Trademarks: Please record the attached original document(s) or copy(ies).

Submission Type

- ☒ New
- ☐ Resubmission (Non-Recordation)
Document ID #
- ☐ Correction of PTO Error
Reel # Frame #
- ☐ Corrective Document
Reel # Frame #

Conveyance Type

- ☐ Assignment ☐ License
- ☒ Security Agreement ☐ Nunc Pro Tunc Assignment
- ☐ Merger Effective Date
Month Day Year
- ☐ Change of Name
- ☐ Other

Conveying Party

☐ Mark if additional names of conveying parties attached

Execution Date
Month Day Year
04032003

Name Madacy Entertainment Group, Limited

Formerly

- ☐ Individual ☐ General Partnership ☐ Limited Partnership ☒ Corporation ☐ Association
- ☐ Other

☒ Citizenship/State of Incorporation/Organization Ontario, Canada

Receiving Party

☐ Mark if additional names of receiving parties attached

Name LaSalle Business Credit, LLC

DBA/AKA/TA

Composed of

Address (line 1) 78 Wellington Street West, Suite 1500

Address (line 2) Maritime Life Tower, P.O. Box 114, T-D Centre

Address (line 3) Toronto Ontario, Canada M5K 1G8

☐ Individual ☐ General Partnership ☐ Limited Partnership ☐

☐ Corporation ☐ Association

☒ Other LLC

☒ Citizenship/State of Incorporation/Organization Ontario, Canada

If document to be recorded is an assignment and the receiving party is not domiciled in the United States, an appointment of a domestic representative should be attached. (Designation must be a separate document from Assignment.)

06/30/2003 6TOM11 00000038 76433521

FOR OFFICE USE ONLY

01 FC:8521
02 FC:8522

40.00 OP
550.00 OP

Public burden reporting for this collection of information is estimated to average approximately 30 minutes per Cover Sheet to be recorded, including time for reviewing the document and gathering the data needed to complete the Cover Sheet. Send comments regarding this burden estimate to the U.S. Patent and Trademark Office, Chief Information Officer, Washington, D.C. 20231 and to the Office of Information and Regulatory Affairs, Office of Management and Budget, Paperwork Reduction Project (0651-0027), Washington, D.C. 20503. See OMB Information Collection Budget Package 0651-0027, Patent and Trademark Assignment Practice. DO NOT SEND REQUESTS TO RECORD ASSIGNMENT DOCUMENTS TO THIS ADDRESS.

Mail documents to be recorded with required cover sheet(s) information to:
Commissioner of Patents and Trademarks, Box Assignments, Washington, D.C. 20231

TRADEMARK

REEL: 002770 FRAME: 0281

Domestic Representative Name and Address

Enter for the first Receiving Party only.

Name

Address (line 1)

Address (line 2)

Address (line 3)

Address (line 4)

Correspondent Name and Address

Area Code and Telephone Number

(313) 965-8300

Name

David J. Simonelli

Address (line 1)

Clark Hill PLC

Address (line 2)

500 Woodward Avenue

Address (line 3)

Suite 3500

Address (line 4)

Detroit, Michigan 48226-3435

Pages

Enter the total number of pages of the attached conveyance document including any attachments.

#

3

Trademark Application Number(s) or Registration Number(s)



Mark if additional numbers attached

Enter either the Trademark Application Number or the Registration Number (DO NOT ENTER BOTH numbers for the same property).

Trademark Application Number(s)

76433521

76284840

76284839

76271296

76376275

76307471

75555541

75555540

76496286

Registration Number(s)

2243335

2304221

2311492

2633144

2537307

2311761

2311756

2311755

2311754

Number of Properties

Enter the total number of properties involved.

#

23

Fee Amount

Fee Amount for Properties Listed (37 CFR 3.41):

\$

920.00

Method of Payment:

Enclosed



Deposit Account



Deposit Account

(Enter for payment by deposit account or if additional fees can be charged to the account.)

Deposit Account Number:

#

50-1759

Authorization to charge additional fees:

Yes



No



Statement and Signature

To the best of my knowledge and belief, the foregoing information is true and correct and any attached copy is a true copy of the original document. Charges to deposit account are authorized, as indicated herein.

David J. Simonelli

Name of Person Signing

Signature

June 24, 2003

Date Signed

RECORDATION FORM COVER SHEET
CONTINUATION
TRADEMARKS ONLY

U.S. Department of Commerce
Patent and Trademark Office
TRADEMARK

Conveying Party

Enter Additional Conveying Party

☐ Mark if additional names of conveying parties attached

Execution Date

Month Day Year

Name

Formerly

☐ Individual ☐ General Partnership ☐ Limited Partnership ☐ Corporation ☐ Association

☐ Other

☐ Citizenship State of Incorporation/Organization

Receiving Party

Enter Additional Receiving Party

☐ Mark if additional names of receiving parties attached

Name

DBA/AKA/TA

Composed of

Address (line 1)

Address (line 2)

Address (line 3)

City

State/Country

Zip Code

☐ Individual ☐ General Partnership ☐ Limited Partnership

☐ Corporation ☐ Association

☐ Other

☐ Citizenship/State of Incorporation/Organization

If document to be recorded is an assignment and the receiving party is not domiciled in the United States, an appointment of a domestic representative should be attached (Designation must be a separate document from the Assignment.)

Trademark Application Number(s) or Registration Number(s)

☐ Mark if additional numbers attached

Enter either the Trademark Application Number or the Registration Number (DO NOT ENTER BOTH numbers for the same property).

Trademark Application Number(s)

Registration Number(s)

76495950

2276491

2366898

2358369

2404592

TRADEMARK

REEL: 002770 FRAME: 0283

**NOTICE OF SECURITY INTEREST AND HYPOTHEC IN
INTELLECTUAL PROPERTY**

TO: THE HONORABLE COMMISSIONER OF PATENTS AND TRADEMARKS

This Notice of Security Interest and Hypothec in Intellectual Property is made as of April 3, 2003 by **MADACY ENTERTAINMENT GROUP, LIMITED ("Madacy")** with reference to the following facts:

1. Madacy has entered into a general security agreement dated as of March 31, 2003 (the "**GSA**") given by Madacy in favour of LaSalle Business Credit, a division of ABN AMRO Bank N.V., Canada Branch ("**LaSalle**") and a movable hypothec dated March 31, 2003 (the "**Hypothec**") between Madacy and LaSalle (ABN AMRO Bank N.V., Canada Branch).
2. Pursuant to the GSA, Madacy granted to LaSalle a security interest in, among other things, all of Madacy's intellectual property, including without limitation the trademarks and trademark applications, if any, listed in Schedule "A" hereto (collectively, the "**Trademarks**"), in which Madacy now has or at any time hereafter acquires an interest. Further, pursuant to the Hypothec, Madacy hypothecated, among other things, to LaSalle all of Madacy's intellectual property, including without limitation, the Trademarks in which Madacy now has or at any time hereafter acquires an interest.

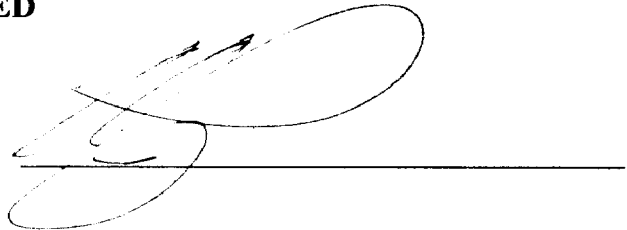
NOW THEREFORE NOTICE IS GIVEN TO ALL PERSONS THAT:

Madacy has granted a security interest in, and hypothecated, the Trademarks to LaSalle and the Commissioner of Patents and Trademarks is hereby requested to note the security interests and hypothecs in favour of LaSalle in the United States Patent and Trademark Office's records relating to the Trademarks.

DATED as of April 3, 2003.

**MADACY ENTERTAINMENT GROUP,
LIMITED**

By:
Name:
Title:



SCHEDULE "A"

To: The Registrar of Trademarks

Trademarks:**CANADIAN TRADE-MARKS**

| TRADE-MARK | Application No. | Date |
|----------------|-----------------|------|
| Not applicable | | |

U.S. TRADE-MARKS

| TRADE-MARK | Application No. | Date |
|--|-----------------|----------|
| Madacy Entertainment | 2243335 | 5/4/99 |
| Relentless Records | 2304221 | 12/28/99 |
| Relentless Records | 2311492 | 1/25/00 |
| Rock on Christian | 2633144 | 10/08/02 |
| Baby Steps | 2537307 | 2/5/02 |
| Baby Symphony | 2311761 | 1/25/00 |
| Baby Symphony Tender Moods | 231156 | 1/25/00 |
| Baby Symphony Sweet Dreams | 2311755 | 1/25/00 |
| Baby Symphony Sweet Fantasies | 2311754 | 1/25/00 |
| Knightsbridge Symphony Orchestra | 2276491 | 9/7/99 |
| In Orchestra Experience | 2366898 | 7/11/00 |
| In Orchestra Experience | 2358369 | 6/13/00 |
| A Lifetime of Music for the 21 st Century | 2404592 | 4/27/00 |
| 101 Strings | | |
| | | |
| Pending Trademarks | | |
| Word & Worship | 76433521 | |
| Party in a Box | 76284840 | |
| Make-up to Music | 76284839 | |
| Brewed Moods | 76271296 | |
| Glitter Grooves | 76376275 | |
| Madsongs | 76307471 | |
| Scents & Sounds | 75555541 | |
| Aroma Sounds & Scents | 75555540 | |
| Karaoke Party! | Pending | |
| Party on Karaoke | Pending | |

CANADIAN PATENTS

| PATENT | Application No. | Date |
|----------------|-----------------|------|
| Not applicable | | |

U.S. PATENTS

| TRADE-MARK | Application No. | Date |
|----------------|-----------------|------|
| Not applicable | | |